

FLOWERS FOODS INC  
Form 8-K  
May 28, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): May 28, 2013 (May 22, 2013)

**FLOWERS FOODS, INC.**

(Exact name of registrant as specified in its charter)

**Georgia**  
(State or other jurisdiction  
of incorporation)

**1-16247**  
(Commission  
File Number)

**58-2582379**  
(IRS Employer  
Identification No.)

**1919 Flowers Circle, Thomasville, GA**  
(Address of principal executive offices)

**31757**  
(Zip Code)

Registrant's telephone number, including area code: **(229) 226-9110**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 22, 2013, Flowers Foods, Inc. (the Company) held its Annual Meeting of Shareholders in Thomasville, Georgia for the following purposes and with the following voting results:

- (1) To elect five nominees as directors of the Company, one to serve in Class I until 2014 and four to serve in Class III until 2016:

<b>Class I Director:</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Allen L. Shiver	118,216,645	953,289	11,502,399
<b>Class III Directors:</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Franklin L. Burke	118,017,146	1,152,788	11,502,399
George E. Deese	115,697,650	3,472,284	11,502,399
Manuel A. Fernandez	117,624,103	1,545,831	11,502,399
Melvin T. Stith	117,845,751	1,324,183	11,502,399

- (2) To hold an advisory vote on the compensation of the Company's named executive officers:

For	116,694,383
Against	518,482
Abstain	1,957,069
Broker Non-Votes	11,502,399

- (3) To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 28, 2013:

For	129,928,982
Against	586,793
Abstain	156,558
Broker Non-Votes	

With respect to Proposal 1, each of the director-nominees received a plurality of votes cast in the election of directors. Mr. Shiver was elected to serve in Class I for a term of one year and each of the other director-nominees was elected to serve in Class III for a term of three years. Proposals 2 and 3 both received a majority of votes cast and therefore passed.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FLOWERS FOODS, INC.**

By: /s/ R. Steve Kinsey  
Name: R. Steve Kinsey  
Title: Executive Vice President and Chief  
Financial Officer

Date: May 28, 2013